

RECORDATION NO. **19112** FILED 1425

**DEC 22 1994 -10 40 AM**  
DIRECT DIAL TELEPHONE

INTERSTATE COMMERCE COMMISSION

# BALCH & BINGHAM

ATTORNEYS AND COUNSELORS  
POST OFFICE BOX 306  
BIRMINGHAM, ALABAMA 35201  
(205) 251-8100

WRITER'S OFFICE  
1801 SIXTH AVENUE NORTH  
SUITE 2800  
BIRMINGHAM, ALABAMA 35203  
FACSIMILE (205) 226-6799

December 22, 1994

BY HAND DELIVERY

**19112-A, B, C**  
RECORDATION NO. FILED 1425

Mr. Sidney L. Strickland, Jr. **DEC 22 1994 -10 40 AM**  
Secretary  
Interstate Commerce Commission  
12th Street & Constitution Avenue, N.W.  
Room 2215  
Washington, D.C. 20423

Dear Secretary:

I have enclosed an original and one copy of each of the following documents, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code:

(1) Conditional Sale Agreement dated as of December 22, 1994, between Trinity Industries, Inc., as Builder or Vendor, and Fleet Credit Corporation, as Owner. This document is a conditional sale agreement, a primary document.

(2) Agreement and Assignment dated as of December 22, 1994, between Trinity Industries, Inc., as Builder, and Compass Bank, as Agent for State Farm Life Insurance Company, the Investor. This document is a secondary document; the primary document to which it is connected is document (1) above filed herewith.

(3) Lease of Railroad Equipment dated as of December 22, 1994, between Alabama Power Company, as Lessee, and Fleet Credit Corporation, as Lessor. This document is a secondary document; the document to which it is connected is document (1) above filed herewith.

(4) Assignment of Lease and Agreement dated as of December 22, 1994, between Fleet Credit Corporation, as Owner, and Compass Bank, as Agent for State Farm Life Insurance Company, the Investor, which includes the Consent and Agreement of Alabama Power Company, as Lessee. This document is a secondary document; the document to which it is connected is document (1) above filed herewith.

The names and addresses of the parties to these documents are as follows:

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(a) Owner/Lessor:	Fleet Credit Corporation 50 Kennedy Plaza Providence, Rhode Island, 02903
(b) Lessee:	Alabama Power Company 600 North 18th Street Birmingham, Alabama 35203
(c) Agent/Assignee of Vender and Owner	Compass Bank 701 South 32nd Street Birmingham, Alabama 35233
(d) Investor	State Farm Life Insurance Company One State Farm Plaza Bloomington, Illinois 61710-0001
(e) Builder/Vendor:	Trinity Industries, Inc. 2525 Stemmons Freeway Dallas, Texas 75207

A description of the equipment covered by the documents  
filed herewith is as follows:

Type	AAR Mechanical Designation	Quantity	Lessee's Identification Numbers (Both Inclusive)
Trinity 116-Ton Aluminum Body, Steel Under- Frame Coal Hopper Cars	HTS	500 Units	JHMX 95001- 95500
Carsets of Fabricated Car Parts	---	15 Carsets	---

A fee of \$63.00 is enclosed. Please return the originals  
and any extra copies not needed by the Commission for recordation  
to the individual submitting these documents or to the undersigned.

A short summary of each of the documents filed herewith  
(corresponding to the numbering thereof in the first paragraph of  
this transmittal letter) to appear in the index follows:

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(1) Conditional Sale Agreement dated as of December 22, 1994, between Trinity Industries, Inc. (2525 Stemmons Freeway, Dallas, Texas 75207), as Builder or Vendor, and Fleet Credit Corporation (50 Kennedy Plaza, Providence Rhode Island 02903), as Owner, covering 500 Trinity 116-Ton Aluminum Body, Steel Underframe Coal Hopper Cars (Lessee (Alabama Power Company) Identification Numbers JHMX 95001-95500, inclusive; AAR Mechanical Designation HTS) and 15 Additional Carsets of Fabricated Car Parts.

(2) Agreement and Assignment dated as of December 22, 1994, between Trinity Industries, Inc. (2525 Stemmons Freeway, Dallas, Texas 75207) as Builder, and Compass Bank (701 South 32nd Street, Birmingham, Alabama 35233), as Assignee, assigning certain of Builder's right, title and interest in and to the Conditional Sale Agreement dated as of December 22, 1994, between Builder and Fleet Credit Corporation (50 Kennedy Plaza, Providence, Rhode Island 02903), as Owner, covering 500 Trinity 116-Ton Aluminum Body, Steel Underframe Coal Hopper Cars (Lessee (Alabama Power Company) Identification Numbers JHMX 95001-95500, inclusive; AAR Mechanical Designation HTS) and 15 Additional Carsets of Fabricated Car Parts.

(3) Lease of Railroad Equipment dated as of December 22, 1994, between Alabama Power Company (600 North 18th Street, Birmingham, Alabama 35203), as Lessee, and Fleet Credit Corporation (50 Kennedy Plaza, Providence, Rhode Island, 02903), as Lessor, covering 500 Trinity 116-Ton Aluminum Body, Steel Underframe Coal Hopper Cars (Lessee (Alabama Power Company) Identification Numbers JHMX 95001-95500, inclusive; AAR Mechanical Designation HTS) and 15 Additional Carsets of Fabricated Car Parts.

(4) Assignment of Lease and Agreement, dated as of December 22, 1994, between Fleet Credit Corporation (50 Kennedy Plaza, Providence, Rhode Island, 02903), as Owner, Compass Bank (701 South 32nd Street, Birmingham, Alabama 35233), as Agent for State Farm Life Insurance Company, Investor, assigning certain of the Owner's rights, titles and interests under a Lease of Railroad Equipment dated as of December 22, 1994, between Fleet Credit Corporation (50 Kennedy Plaza, Providence, Rhode Island, 02903), as Owner and Lessor, and Alabama Power Company (600 North 18th Street, Birmingham, Alabama 35203), as Lessee, covering 500 Trinity 116-Ton Aluminum Body, Steel Underframe Coal Hopper Cars (Lessee (Alabama Power Company) Identification Numbers JHMX 95001-95500, inclusive; AAR Mechanical Designation HTS) and 15 Additional Carsets of Fabricated Car Parts.

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Thank you very much for your assistance.

Yours very truly,

A handwritten signature in cursive script, appearing to read "Walter M. Beale, Jr.", written in dark ink.

Walter M. Beale, Jr.  
Counsel to Alabama Power Company

WMBjr/mjs  
Enclosures